

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SYL'S SALOON, INC.  
File number C 110419

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 1, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

CERTIFICATE OF INCORPORATION  
of  
SYL'S SALOON, INC.

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FIRST: The name of this corporation is Syl's Saloon, Inc.

SECOND: Its registered office in the State of Idaho is to be located at P.O. Box 29, Winchester, Idaho, 83555, with physical facilities located at 317 Nezperce Avenue, Winchester, Idaho, 83555, County of Lewis. The registered agent in charge thereof is: Mr. Sylvanus O. Strand at whose address is P.O. Box 29, Winchester, Idaho, 83555.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Idaho having the general powers outlined in 30-1-4 of Title 30, Chapter 1, General Business Corporations, Idaho Business Corporation Act.

FOURTH: The amount of total authorized stock of the corporation is divided into: Ten shares without par value.

FIFTH: The name and address of the incorporator is:  
Sylvanus O. Strand, P.O. Box 29, Winchester, Idaho, 83555.

SIXTH: The powers of the incorporator will not terminate upon filing of the Certificate of Incorporation, and the name and mailing address of the person who is to serve as director until the first annual meeting of stockholders or until successors are elected are as follows:

1) Sylvanus O. Strand, P.O. Box 29, Winchester, Idaho, 83555.

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SEVENTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held for record by not more than five (5) persons.

EIGHTH: All of the issued stock of all classes shall be subject to the following restriction of transfer permitted by section 30-1-23A of Title 30, Chapter 1, General Business Corporations, Idaho Business Corporation Act.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

NINTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time unless by unanimous vote of the Board of Directors.

TENTH: Indemnification of officers, directors, employees and agents shall be in accordance with Section 30-1-5 of Title 30, Chapter 1, General Business Corporations, Idaho Business Corporation Act.

ELEVENTH: The officers of the corporation shall consist of a President, a Treasurer and a Secretary, and shall be elected by the Board of Directors and shall hold office until successors are elected and qualified. In addition, the Board of Directors may elect a Chairman, one or more Vice-Presidents and such Assistant Secretaries and Assistant Treasurers as it may deem proper. None of the officers need be directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting. More than one offices may be held by the same person. The power of

the officers shall be designated by the Board of Directors, and the By-Laws, and from time to time change as the board deems necessary. The number of the members of the Board of Directors may be one or more, but not to exceed seven.

TWELVETH: The duration of this corporation is perpetual.

I THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: 4-28-95

SIGNED BY: Sylvanus O. Strand

Dated this 28<sup>th</sup> Day of April, 1995.

STATE OF IDAHO

County of Lewis

I, Robin Herd, a Notary Public, do hereby certify that on this 28<sup>th</sup> day of April, 1995, personally appeared before me, Sylvanus O. Strand, who being by me first duly sworn, declared that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true to the best of her knowledge.

Robin Herd

NOTARY PUBLIC FOR THE STATE OF IDAHO

Residing at Levinston, Idaho

My Commission expires: 5-2-2000